

June 1, 1979

RECORDATION NO. 10630-89 Filed 1425

Brae Corporation
Three Embarcadero Center
San Francisco, California 94111

AUG 16 1979 - 4 02 PM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

The undersigned Railroad Consultants, a California limited partnership leased from you 100 railroad cars pursuant to a written Lease Agreement dated December 1, 1978, as amended to the date hereof and as may be amended from time to time hereafter ("Lease"). The undersigned has subleased such cars to the Union Railroad of Oregon ("Union") pursuant to a written Sublease Agreement dated December 1, 1978, as amended to the date hereof and as may be amended from time to time hereafter, a copy of which is attached to this letter ("Sublease").

In that connection, we hereby assign to you all of our right, title and interest in such Sublease to secure the performance of our obligations under the Lease. We further acknowledge to you that we have irrevocably instructed Union to pay to you all sums which would otherwise be due us under the Sublease. We further acknowledge that such Sublease in no way reduces, diminishes or limits our obligations under the Lease.

We also hereby covenant and agree upon your written request to assign our right, title and interest in the Sublease (or to consent to your assignment thereof) as security to any financial entity lending money or extending credit to you.

Very truly yours,

RAILROAD CONSULTANTS, A CALIFORNIA
LIMITED PARTNERSHIP

[Corporate Seal]
Accepted:

BRAE CORPORATION

By: 

By: 

STATE OF CALIFORNIA

)

) ss.

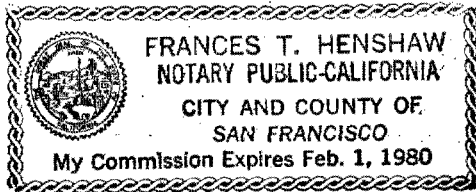
CITY AND COUNTY OF SAN FRANCISCO)

On this 14th day of August, 1979, before me,
Frances T. Henshaw, a Notary Public in and for
the City and County of San Francisco, State of California,
duly commissioned and sworn, personally appeared A. R. White
known to me to be a general partner of Railroad Consultants,
the partnership that executed the within instrument, and
acknowledged to me that such partnership executed the same.

IN WITNESS WHEREOF I have hereunto set my hand
and affixed my official seal, in the City and County of
San Francisco the day and year in this certificate first
above written.

Frances T. Henshaw

Notary Public in and for the City and County of
San Francisco, State of California.



My Commission Expires: FEB. 1, 1980

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 14th day of August, 1979, before me personally appeared Donald H. Gleason, to me personally known, who being by me duly sworn says that such person is Vice President of BRAE Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Mirella R. Abbo
Notary Public